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**ORIENTAL EXPLORER HOLDINGS LIMITED**

**東方興業控股有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 430)**

**NOTICE OF THE AGM**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Oriental Explorer Holdings Limited (the “**Company**”) will be held at Units 22-28, 25/F., Tower A, Southmark, 11 Yip Hing Street, Wong Chuk Hang, Hong Kong on Thursday, 25 May 2023 at 3:30 p.m. for the following purposes:

**ORDINARY RESOLUTIONS**

1. To receive and consider the audited consolidated financial statements and the reports of the directors and the auditors for the year ended 31 December 2022.
2. To declare a final dividend.
3. (a) To re-elect of Mr. Tsui Ka Wah as an independent non-executive director;  
(b) To re-elect of Mr. Lo Mun Lam, Raymond as an independent non-executive director; and  
(c) To authorise the board of directors to fix the remuneration of the directors.
4. To re-appoint Elite Partners CPA Limited as auditors of the Company and to authorise the board of directors to fix their remuneration.

5. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (A) subject to paragraph (C) of this resolution, the exercise by the directors of the Company (the “**Director(s)**”) during the Relevant Period (as hereinafter defined) of all the power of the Company to allot, issue and deal with shares in the share capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period (as hereinafter defined);
- (C) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (A) of this resolution, otherwise than pursuant to (i) a Rights issue (as hereinafter defined), (ii) the exercise of the subscription rights attaching to any warrants of the Company, (iii) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers or employees of the Company and/or any of its subsidiaries or other eligible persons of shares or rights to acquire shares in the share capital of the Company, or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of the dividend on shares of the Company in accordance with the bye-laws of the Company, or (v) any offer, agreement or option made or granted prior to the date of passing this resolution, shall not exceed 20% of the aggregate number of Shares in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (D) for the purpose of this resolution:

**“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; and

- (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting; and

“**Rights issue**” means an offer of shares open for a period fixed by the Directors to the holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised body or any stock exchange.”

- 6. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (A) subject to paragraph (B) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the power of the Company to repurchase shares in the share capital of the Company and warrants, if any, issued by the Company be and is hereby generally and unconditionally approved;
- (B) the amount of the securities of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (A) of this resolution shall:
  - (i) in the case of shares, not exceed 10% of the aggregate number of Shares in issue as at the date of the passing of this resolution; and
  - (ii) in the case of warrants, if any, not exceed 10% of warrants outstanding as at the date of the passing of this resolution

and the authority pursuant to paragraph (A) of this resolution shall be limited accordingly; and

- (C) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; and

- (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

- 7. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon resolutions nos. 5 and 6 set out in the notice convening this meeting being duly passed, the general mandate granted to the Directors to exercise the power of the Company to allot and issue shares pursuant to resolution no. 5 set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution no. 6 set out in the notice convening this meeting, provided that such an amount shall not exceed 10% of the number of Shares in issue as at the date of the passing of this resolution.”

- 8. To consider as special business and, if thought fit, to pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the approval for the listing of, and the permission to deal in, the ordinary shares of the Company (or such shares as shall result from a capitalisation issue, rights issue, subdivision, consolidation, re-classification, reconstruction or reduction of share capital of the Company from time to time) (the “**Share(s)**”) which may be issued in respect of the share options to be granted under the share option scheme, a copy of which is tabled at the meeting and marked “A” and initialled by the chairman of the meeting (the “**New Share Option Scheme**”) be and is hereby approved and adopted; and any director of the Company and/or his/her delegate(s) be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Share Option Scheme, including but without limitation:

- (i) to administer the New Share Option Scheme under which share options will be granted to the participants eligible under the New Share Option Scheme to subscribe for Shares, including but not limited to determining and granting the share options in accordance with the terms of the New Share Option Scheme;

- (ii) to modify and/or amend the New Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Option Scheme relating to the modification and/or amendment and subject to Chapter 17 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”);
  - (iii) to grant share options under the New Share Option Scheme and to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be allotted and issued in respect of the share options to be granted under the New Share Option Scheme and subject to the Listing Rules and the Companies Act 1981 of Bermuda;
  - (iv) to make application at appropriate time or times to the Stock Exchange and any other stock exchanges upon which the issued Shares may for the time being be listed, for listing of, and permission to deal in, any Shares which may hereafter from time to time be allotted and issued in respect of the share options to be granted under the New Share Option Scheme and subject to the Listing Rules and the Companies Act 1981 of Bermuda; and
  - (v) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the New Share Option Scheme and subject to the Listing Rules and the Companies Act 1981 of Bermuda;
- (b) the total number of Shares which may be issued in respect of all options and awards to be granted under the New Share Option Scheme and any other schemes of the Company must not in aggregate exceed 10% (or such other percentage which may be specified by the Stock Exchange from time to time) of the total number of Shares in issue as at the date of passing of this resolution (the “**Scheme Mandate Limit**”) or the relevant date of approval of the refreshment of the Scheme Mandate Limit; and
- (c) within the Scheme Mandate Limit, the number of Shares which may be issued in respect of all options and awards to be granted to the service providers under the New Share Option Scheme and any other schemes of the Company must not in aggregate exceed 1% of the total number of Shares in issue as at the date of passing of this resolution (the “**Service Provider Sublimit**”) or the relevant date of approval of the refreshment of the Service Provider Sublimit.”

## SPECIAL RESOLUTION

9. As special business, to consider and, if thought fit, to pass the following resolution as a special resolution:

**“THAT:**

- (a) the amended and restated bye-laws of the Company (the **“New Bye-laws”**), which contains all the proposed amendments to the existing bye-laws (the **“Existing Bye-laws”**), the details of which are set out in Appendix IV to the circular of the Company dated 27 April 2023, and a copy of which has been produced to this meeting and marked “B” and initialled by the chairman of the meeting, be and is hereby approved and adopted as the bye-laws of the Company in substitution for and to the exclusion of the Existing Bye-laws with immediate effect upon the close of this meeting; and
- (b) any director, company secretary and/or registered office provider of the Company be and is hereby authorised to do all such acts, deeds and things and execute and deliver all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the proposed amendments the Existing Bye-laws and the Company’s adoption of the New Bye-laws, including without limitation, attending to the necessary filings with the Registrar of Companies in Bermuda and Hong Kong.”

By Order of the Board  
**Oriental Explorer Holdings Limited**  
**Lau Chi Yung, Kenneth**  
*Chairman*

Hong Kong, 27 April 2023

*Notes:*

- (i) The register of members of the Company will be closed from Monday, 22 May 2023 to Thursday, 25 May 2023, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the forthcoming annual general meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 19 May 2023.
- (ii) If the proposed final dividend was approved, the register of members of the Company will be closed from Monday, 5 June 2023 to Wednesday, 7 June 2023, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 2 June 2023.
- (iii) A member entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and, on a poll, vote on his behalf (excluding those members holding only one share). A proxy need not be a member of the Company.
- (iv) In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of the power of attorney or authority, must be lodged at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 48 hours before the time appointed for the holding of the meeting (or the adjourned meeting as the case may be).

*As of the date of this notice, the executive Directors are Mr. Lau Chi Yung, Kenneth and Mr. Lau Michael Kei Chi and the independent non-executive Directors are Mr. Lo Kam Cheung, Patrick, Mr. Lo Mun Lam, Raymond and Mr. Tsui Ka Wah.*